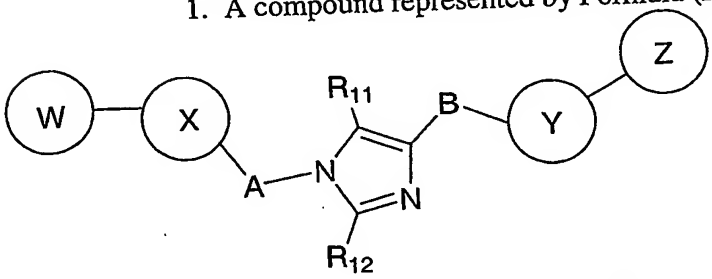
WHAT IS CLAIMED IS:

1. A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

X and Y each independently is aryl or heteroaryl wherein at least one of X and Y is a heteroaryl with N adjacent to the position of attachment to A or B respectively;

X is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups;

R^1, R^2, and R^3 each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^4 is –C_{1-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), -O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), –N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

A is –C_{0-4}alkyl, –C_{0-2}alkyl–SO–C_{0-2}alkyl–, –C_{0-2}alkyl–SO_2–C_{0-2}alkyl–, –C_{0-2}alkyl–CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^9CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^9SO_2–C_{0-2}alkyl– or –heteroC_{0-4}alkyl;

W is –C_{3-7}cycloalkyl, –heteroC_{3-7}cycloalkyl, –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –

NR^1COR^2, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$, $-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents;

Y is optionally substituted with 1-7 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^5$, $-NR^5R^6$, $-C(=NR^5)NR^6R^7$, $-N(=NR^5)NR^6R^7$, $-NR^5COR^6$, $-NR^5CO_2R^6$, $-NR^5SO_2R^8$, $-NR^5CONR^6R^7$, $-SR^8$, $-SOR^8$, $-SO_2R^8$, $-SO_2NR^5R^6$, $-COR^5$, $-CO_2R^5$, $-CONR^5R^6$, $-C(=NR^5)R^6$, or $-C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the $-C_{1-6}$alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), or $-N(C_{0-6}$alkyl)(aryl) groups;

R^5, R^6, and R^7 each independently is $-C_{0-6}$alkyl, $-C_{3-7}$cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), $-N(C_{0-6}$alkyl)(aryl) substituents;

R^8 is $-C_{1-6}$alkyl, $-C_{3-7}$cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), -O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), $-N(C_{0-6}$alkyl)(aryl) substituents;

B is $-C_{0-4}$alkyl, $-C_{0-2}$alkyl–SO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–SO_2–C_{0-2}alkyl–, $-C_{0-2}$alkyl–CO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–NR^{10}CO–C_{0-2}alkyl–, $-C_{0-2}$alkyl–$NR^{10}SO_2$–C_{0-2}alkyl– or –heteroC_{0-4}alkyl;

R^9 and R^{10} each independently is $-C_{0-6}$alkyl, $-C_{3-7}$cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, $-C_{1-6}$alkyl, $-O(C_{0-6}$alkyl), $-O(C_{3-7}$cycloalkyl), –O(aryl), $-N(C_{0-6}$alkyl)(C_{0-6}alkyl), $-N(C_{0-6}$alkyl)(C_{3-7}cycloalkyl), $-N(C_{0-6}$alkyl)(aryl) substituents;

Z is $-C_{3-7}$cycloalkyl, –heteroC_{3-7}cycloalkyl, $-C_{0-6}$alkylaryl, or $-C_{0-6}$alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, $-C_{1-6}$alkyl, $-C_{1-6}$alkenyl, $-C_{1-6}$alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$, $-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents;

one of W and Z is optionally absent;

R^{11} and R^{12} is each independently halogen, $-C_{0-6}$alkyl, $-C_{0-6}$alkoxyl, =O, $=N(C_{0-4}$alkyl),or $-N(C_{0-4}$alkyl)(C_{0-4}alkyl); and

any alkyl optionally substituted with 1-5 independent halogen substituents, and any N may be an N-oxide.

2. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

X is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, -$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, -$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, -$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

3. The compound according to Claim 2, or a pharmaceutically acceptable salt thereof, wherein:

Y is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or -$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

4. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Y is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further

substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

5. The compound according to Claim 4, or a pharmaceutically acceptable salt thereof, wherein:

X is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, -$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or -$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

6. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

X is phenyl optionally substituted with 1-5 independent halogen, -CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

7. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Y is phenyl optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, -$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, -$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein

the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

8. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Z is –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

9. The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

W is –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

10. The compound according to Claim 3, or a pharmaceutically acceptable salt thereof, wherein:

Z is –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

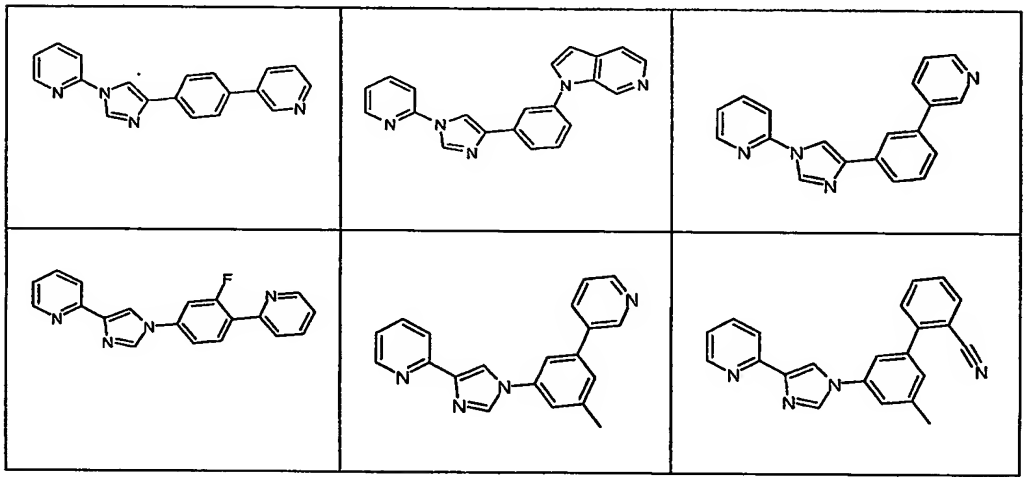
11. The compound according to Claim 5, or a pharmaceutically acceptable salt thereof, wherein:

W is –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –

$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

12. The compound according to Claim 1, consisting of:
2-[4-(4-pyridin-3-ylphenyl)-1H-imidazol-1-yl]pyridine;
1-[3-(1-pyridin-2-yl-1H-imidazol-4-yl)phenyl]-1H-pyrrolo[2,3-c]pyridine;
2-[4-(3-pyridin-3-ylphenyl)-1H-imidazol-1-yl]pyridine;
2-[2-fluoro-4-(4-pyridin-2-yl-1H-imidazol-1-yl)phenyl]pyridine;
2-[1-(3-methyl-5-pyridin-3-ylphenyl)-1H-imidazol-4-yl]pyridine;
3'-methyl-5'-(4-pyridin-2-yl-1H-imidazol-1-yl)-1,1'-biphenyl-2-carbonitrile
or a pharmaceutically acceptable salt thereof.

13. The compound according to Claim 1, selected from:



or a pharmaceutically acceptable salt thereof.

14. A pharmaceutical composition comprising:
a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof; and
a pharmaceutically acceptable carrier.

15. The pharmaceutical composition according to claim 14, further comprising i) an opiate agonist, ii) an opiate antagonist, iii) a calcium channel antagonist, iv) a 5HT receptor agonist, v) a 5HT receptor antagonist, vi) a sodium channel antagonist, vii) an NMDA receptor agonist, viii) an NMDA receptor antagonist, ix) a COX-2 selective inhibitor, x) an NK1 antagonist, xi) a non-steroidal anti-inflammatory drug, xii) a GABA-A receptor modulator, xiii) a dopamine agonist, xiv) a dopamine antagonist, xv) a selective serotonin reuptake inhibitor, xvi) a tricyclic antidepressant drug, xvii) a norepinephrine modulator, xviii) L-DOPA, xix) buspirone, xx) a lithium salt, xxi) valproate, xxii) neurontin, xxiii) olanzapine, xxiv) a nicotinic agonist, xxv) a nicotinic antagonist, xxvi) a muscarinic agonist, xxvii) a muscarinic antagonist, xxviii) a selective serotonin and norepinephrine reuptake inhibitor (SSNRI), xxix) a heroin substituting drug, xxx) disulfiram, or xxxi) acamprosate.

16. The pharmaceutical composition according to claim 15, wherein said heroin substituting drug is methadone, levo-alpha-acetylmethadol, buprenorphine or naltrexone.

17. The use of the compound of Claim 1 for the preparation of a medicament useful in the treatment of pain disorders, extrapyramidal motor function disorders, anxiety disorders, Parkinson's disease, depression, epilepsy, cognitive disfunction, drug addiction, circadian rhythm and sleep disorders, and obesity.

18. The use according to claim 17 wherein said pain disorder is acute pain, persistent pain, chronic pain, inflammatory pain, or neuropathic pain.

19. The use of the compound of Claim 1 for the preparation of a medicament useful in the treatment of anxiety, depression, bipolar disorder, psychosis, drug withdrawal, tobacco withdrawal, memory loss, cognitive impairment, dementia, Alzheimer's disease, schizophrenia or panic.

20. The use according to claim 17 wherein said disorder of extrapyramidal motor function is Parkinson's disease, progressive supramuscular palsy, Huntington's disease, Gilles de la Tourette syndrome, or tardive dyskinesia.